

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11
DELPHI CORPORATION, et al., :
: Case No. 05-44481(RDD)
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Debtors. : (Jointly Administered)
:
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SECOND SUPPLEMENTAL ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("SECOND SUPPLEMENTAL INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion")¹, of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals; and this Court having entered an order on November 4, 2005 (Docket No. 869) granting the relief requested in the Motion (the "Initial Order"); and this Court having entered a supplemental order on March 8, 2006 (the "Supplemental Order") (Docket No. 2747) amending paragraphs 1(j) and 10 of the Initial Order regarding the deadlines for filing interim and final fee applications; and this Court having determined that the relief set forth herein is appropriate and in the best interests of the Debtors, their estates, their creditors, and other parties-

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

in-interest; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

The Initial Order and Supplemental Order shall continue in full force and effect except as follows:

1. Each of the Chapter 11 Professionals shall serve and file with this Court its first application for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ending on January 31, 2006 no later than April 30, 2006.

2. A hearing to consider approval of the first applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ending January 31, 2006, shall be held on June 15, 2006, at 10:00 a.m. (Prevailing Eastern Time).

3. All monthly statements for all periods through and including February 28, 2006 for compensation and reimbursement of expenses of any Chapter 11 Professional shall be deemed timely filed if filed no later than April 20, 2006.

Dated: New York, New York
March 28, 2006

/s/ ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE